

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

CYPRESS HOLDINGS, III, L.P., individually
and derivatively on behalf of SPORT-BLX,
INC.,

x

Plaintiff,

v.

Civil Action No. 1:22-cv-1243-LGS

GEORGE HALL, JOSEPH DE PERIO,
DANIEL STRAUSS, FRANCIS
RUCHALSKI, CESAR BAEZ,
CHRISTOPHER JOHNSON, SPORT-BLX,
INC., SPORT-BLX SECURITIES, INC.,
CLINTON GROUP INC., and
GLASSBRIDGE ENTERPRISES, INC.,

Defendants.

x

**DECLARATION OF JONATHAN S. SACK IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS DERIVATIVE CLAIMS
PURSUANT TO FEDERAL RULE OF CIVIL PROCEDURE 23.1**

I, JONATHAN S. SACK, declare as follows:

1. I am a member of the Bar of the State of New York and am admitted to practice before this Court. I am a principal of Morvillo Abramowitz Grand Iason & Anello P.C., counsel for Defendants Sport-BLX, Inc., Sport-BLX Securities, Inc., Clinton Group, Inc., George Hall, Cesar Baez, and Christopher Johnson. I make this declaration in support of Defendants' motion to dismiss the derivative claims in the Second Amended Complaint of Plaintiff Cypress Holdings, III, L.P. ("Cypress") pursuant to Rule 23.1 of the Federal Rules of Civil Procedure.

2. Annexed hereto as **Exhibit A** is a true and correct copy of an email chain between Michael Salerno and Joseph De Perio dated February 19, 2019 and attachments thereto, produced in discovery in this action. The email chain bears bates numbers

SPORTBLX0148243–49; the attachments bear bates numbers SPORTBLX0148250–58, SPORTBLX0148259–67, and SPORTBLX0148268–71.

3. Annexed hereto as **Exhibit B** is a true and correct copy of an email chain between Michael Salerno and Joseph De Perio dated February 28, 2019, produced in discovery in this action bearing bates numbers SPORTBLX00018535–39.

4. Annexed hereto as **Exhibit C** is a true and correct copy of excerpts of Michael Salerno’s deposition testimony in this action on May 1, 2023, June 7, 2023, July 20, 2023, and July 25, 2023.

5. Annexed hereto as **Exhibit D** is a true and correct copy of an email chain among Michael Salerno, George Hall and Joseph De Perio dated April 12, 2019, produced in discovery in this action bearing bates numbers SPORTBLX00018153–58.

6. Annexed hereto as **Exhibit E** is a true and correct copy of an email chain between Michael Salerno and George Hall dated May 9, 2019, produced in discovery in this action bearing bates numbers CLINTON00010568–69; and an email chain among George Hall, Michael Salerno and Joseph De Perio dated May 29, 2019, produced in discovery in this action bearing bates numbers SPORTBLX00048150–52.

7. Annexed hereto as **Exhibit F** is a true and correct copy of a letter from Marc J. Gross, Esq. to George Hall dated June 10, 2019, produced in discovery in this action bearing bates number SPORTBLX00015719.

8. Annexed hereto as **Exhibit G** is a true and correct copy of an email chain among Michael Salerno, George Hall and Joseph De Perio dated August 9, 2019, produced in discovery in this action bearing bates numbers SPORTBLX00050629–31; and an email chain between

George Hall and Michael Salerno dated August 16, 2019, produced in discovery in this action bearing bates numbers SPORTBLX0140204–05.

9. Annexed hereto as **Exhibit H** is a true and correct copy of a shareholder register for Sport-BLX, Inc. as of December 13, 2019, produced in discovery in this action bearing bates number SPORTBLX0266070; and a document titled “Sport-BLX, Inc. – Annual General Meeting of Stockholders,” produced in discovery in this action bearing bates numbers SPORTBLX0284468–70.

10. Annexed hereto as **Exhibit I** is a true and correct copy of a balance sheet for Sport-BLX, Inc. dated December 31, 2021, produced in discovery in this action bearing bates number GBE_0008601.

11. Annexed hereto as **Exhibit J** is a true and correct copy of Cypress’s Supplemental Response to Interrogatory No. 13, served by counsel for Cypress and dated August 25, 2023.

I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct.

Executed this 27th day of October 2023, in New York, New York.

/s/ Jonathan S. Sack
Jonathan S. Sack